

EXHIBIT B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

HOWARD RANDALL, TRUSTEE,
HOWARD & GALE RANDALL TRUST
FBO KIMBERLY RANDALL
IRREVOCABLE TRUST UA FEB 15, 2000,
Individually and on Behalf of All Others
Similarly Situated,

Plaintiff,

v.

FIFTH STREET FINANCE CORP., FIFTH
STREET ASSET MANAGEMENT, INC.,
LEONARD M. TANNENBAUM, BERNARD
D. BERMAN, ALEXANDER C. FRANK,
TODD G. OWENS, IVELIN M. DIMITROV,
and RICHARD A. PETROCELLI,

Defendants.

Case No. 1:15-cv-07759-LAK

ROBERT J. HURWITZ, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

v.

FIFTH STREET FINANCE CORP., FIFTH
STREET ASSET MANAGEMENT, INC.,
LEONARD M. TANNENBAUM, BERNARD
D. BERMAN, ALEXANDER C. FRANK,
TODD G. OWENS, IVELIN M. DIMITROV,
and RICHARD A. PETROCELLI,

Defendants.

Case No. 1:15-cv-08908-LAK

**DECLARATION OF JOSEPH SACCO IN SUPPORT OF MOTION FOR
CONSOLIDATION OF THE ACTIONS, APPOINTMENT AS LEAD PLAINTIFF
AND APPROVAL OF SELECTION OF COUNSEL**

I, JOSEPH SACCO, hereby declare that:

1. I submit this declaration in support of my Motion to Consolidate, Appoint Lead Plaintiff, and Approve Lead Counsel.
2. I am seeking to be appointed co-lead plaintiff in order to have the opportunity to pursue an active role in the prosecution of the pending class action securities fraud lawsuit against those parties and/or individuals responsible for the acts and omissions relating to Fifth Street Finance Corp. ("Fifth Street" or the "Company"), which are at issue in this matter. I have lost a significant amount of money in connection with my holdings in the Company and wish to do everything I can to assist the shareholders in this lawsuit.
3. I am employed in the building maintenance industry and specialize in boiler room operations in New York. I have concentrated a significant portion of my savings in the stock market for the purposes of accumulating a retirement fund. Over the course of the past 15 years, I have become familiar with analyst research reports and various online stock information websites.
4. I intend to work together Dr. Arthur Stein towards the common goal of obtaining an optimal result in this lawsuit. We are confident that we will be able to properly oversee this litigation as a small, cohesive "investor group." The prosecution of this lawsuit is of our utmost concern. To this end, Dr. Stein and I have spoken with each other about this case and our ability to work together going forward. Telephonic conferences and/or email correspondences will be held as frequently as necessary but in no event less than once per quarter. We both agree that all decisions will be made unanimously to the best of our abilities. To the extent that a consensus

cannot be reached, Dr. Stein will make any decisions necessary in light of his extensive background in investments and familiarity with the stock market in general and Fifth Street in particular.

5. As co-lead plaintiff, I understand that I will be responsible for supervising counsel and for making important litigation decisions. I intend to oversee my counsel and monitor the progress of the litigation on behalf of the other shareholders. I understand that this may require reviewing pleadings and motion papers, receiving status reports as to litigation activity, participating in discovery, and making ultimate decisions regarding settlement and/or trial. I understand my responsibilities as co-lead plaintiff and will fulfill those responsibilities to the best of my ability.

6. I have selected my counsel Levi & Korsinsky LLP based on the firm's premier reputation within the field of securities fraud litigation. Prior to retaining Levi & Korsinsky LLP, I spoke with several of the firm's attorneys. My conversations with the attorneys at Levi & Korsinsky LLP allowed me to evaluate the firm's capabilities and commitment towards litigating this action. I am confident in my selection and the firm's ability to represent the Company's shareholders throughout the course of this lawsuit.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: December 16 2015


JOSEPH SACCO